

Compared Qualifications of an Independent Director on April 6, 2021

	The Securities and Exchange Commission (SEC), Thailand Reference: Notification of the Capital Market Supervisory Board No. Tor Jor. 39/2559	SCG Reference: The Qualifications of SCG's independent directors resolved by the Board of Directors on July 26, 2019	DJSI Reference: Criteria for independent directors defined by DJSI (CSA2021) Independent directors: are non-executive directors that are independent by meeting at least 4 of the 9 criteria (of which at least 2 of the 3 first criteria) listed below
1	Holding no more than one percent (1%) of the total voting shares.	1 Holding shares not exceeding 0.5% of the total number of voting shares of the Company, its parent company, subsidiary, associate, major shareholder or controlling person, including shares held by related persons of such independent director.	
2	Not being an executive director involved in the management of the business, employee, staff, advisor earning regular monthly salary, controlling person during the period of two preceding years. <u>Relaxation</u> of this requirement is in the case where the person is retired as a government official or as a consultant of a government agency which is a majority shareholder or has controlling interest for less than 2 years.	2 Not being a director with management authority, employee, staff member, advisor who receives a salary or is a controlling person of the Company, its parent company, subsidiary, associate, same-tier subsidiary company, major shareholder or controlling person unless the foregoing status has ended not less than 2 years prior to the date of becoming a director. Such prohibitions shall not, however, include cases where the independent director previously served as a government officer or an advisor to a government agency which is a major shareholder or controlling person of the Company.	1 The director must not have been employed by the company in an executive capacity within the last year.
3	Not being a person who is relate by blood or legal relations with a director or an executive	3 Not being a person related by blood or legal registration as father, mother, spouse, sibling, or child, including spouse of child of other directors, of an executive, major shareholder, controlling person, or person to be nominated as director, executive or controlling person of the Company or its subsidiary.	3 The director must not be a "Family Member of an individual who is [...] employed by the company or by any parent or subsidiary of the company as an executive officer."
4	Not having a business relationship with including not being the significant shareholder or the controlling person of a juristic person having a business relationship with the company in an amount starting from 20 million baht or more or from three percent of NTA, whichever is amount is lower, unless such foregoing relationships have ended for at least two years prior to the date of filing.	4 Not having a business relationship with the Company, its parent company, subsidiary, associate, major shareholder or controlling person, in a manner that may interfere with his/her independent judgment, and neither is nor has ever been a significant shareholder or controlling person of any person having a business relationship with the Company, its parent company, subsidiary, associate, major shareholder or controlling person, unless the foregoing relationship has ended not less than 2 years prior to the date of becoming an independent director.	2 The director must not accept or have a "Family Member who accepts any payments from the company or any parent or subsidiary of the company in excess of \$60,000 during the current fiscal year", other than those permitted by SEC Rule 4200 Definitions, including i) payments arising solely from investments in the company's securities; or ii) payments under non-discretionary charitable contribution matching programs. Payments that do not meet these two criteria are disallowed.

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		<p>The term 'business relationship' in the preceding paragraph shall include any normal business transaction, rental or lease of immovable property, transaction relating to assets or services or granting or receipt of financial assistance through receiving or extending loans, guarantees, providing assets as collateral, and any other similar actions, which result in the applicant or his/her counterparty being subject to indebtedness payable to the other party in the amount of 3% or more of the net tangible assets of the applicant or twenty million baht or more, whichever is lower. The amount of such indebtedness shall be calculated according to the method for calculation of value of connected transactions under the Notification of the Capital Market Supervisory Board governing rules on connected transactions mutatis mutandis. The consideration of such indebtedness shall include indebtedness incurred during the period of 1 year prior to the date on which the business relationship with the person commences.</p>	<p>5 The director must not be affiliated with a significant customer or supplier of the company.</p> <p>6 The director must have no personal services contract(s) with the company or a member of the company's senior management.</p> <p>7 The director must not be affiliated with a not-for-profit entity that receives significant contributions from the company.</p>
5	Not being an auditor of the company, its parent company, subsidiary, associate company, a major shareholder, a controlling person, unless such foregoing relationships have ended for at least two years prior to the date of filing.	5 Not being an auditor of the Company, its parent company, subsidiary, associate, major shareholder or controlling person, and not be a significant shareholder, controlling person, or partner of an audit firm which employs auditors of the Company, its parent company, subsidiary, associate, major shareholder or controlling person, unless the foregoing relationship has ended not less than 2 years prior to the date of becoming an independent director.	8 The director must not have been a partner or employee of the company's outside auditor during the past year.

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6	Not being a provider of professional services, a significant shareholder, controlling person, or partner of such provider with a service fee of more than two million baht per year during the period of two preceding year. * In case of a person who has qualifications inconsistent with 4 and 6, he or she shall be granted an exemption from such prohibition, provided that the issuer has obtained an opinion of the board of directors indicating that after a consideration in accordance with the principle in Section 89/7, the appointment of such person does not affect the performance of duties and the giving of independent opinions, and that the following information has also been disclosed in the notice calling the shareholders' meeting.	6 Not being a provider of any professional services including legal advisor or financial advisor who receives service fees exceeding 2 million baht per year from the Company, its parent company, subsidiary, associate, major shareholder or controlling person, and not be a significant shareholder, controlling person or partner of the provider of professional services, unless the foregoing relationship has ended not less than 2 years prior to the date of becoming an independent director.	4 The director must not be (and must not be affiliated with a company that is) an adviser or consultant to the company or a member of the company's senior management.
7	Not being a director who is appointed as the representative of directors of the issuer, major shareholder or shareholder who is a connected person of a majority shareholder.	7 Not being a director appointed as representative of the Board of Directors, major shareholder or shareholder who is related to a major shareholder of the Company.	
8	Not undertaking any business of the same nature and in competition with the company and the subsidiary, or holding more than one percent of the voting shares, or being a managing director, employee, staff, advisor with a regular monthly salary, person with controlling interest in such business.	8 Not undertaking any business in the same nature and in competition with the business of the Company or its subsidiary, nor be a significant partner in a partnership or director with management authority, employee, staff member or advisor who receives salary or holds shares exceeding 1% of the total number of shares with voting rights of another company which undertakes business in the same nature and in competition with the business of the Company or its subsidiary.	
10	An independent director can be an independent director of an affiliated company, but a member of the Audit Committee is prohibited from being a director of a parent company, subsidiary or subsidiary at the same level (sister company) which are listed companies.		
11	After being appointed as an independent director, that independent director may be assigned by the board of directors to make a decision on the business operation, the parent company, subsidiary, associate company, sister company, major shareholder or controlling person in the form of collective decision. However, a member of the Audit Committee is prohibited from taking part in the decision-making on the business operation.		

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9	Not having any other characteristics that cause the inability to expres	10 Not having any other characteristic that limits his or her ability to express independent opinions regarding the Company's operations.	9 The director must not have any other conflict of interest that the board itself determines to mean they cannot be considered independent.
		9 Able to attend meetings of the Board of Directors and make independent judgment.	
		11 Able to look after the interests of all shareholders equally.	
		12 Able to prevent conflicts of interest.	
		13 Not being convicted of violating security or stock exchange laws, financial institution laws, life insurance laws, general insurance laws, anti-money laundering laws or any other financial law of a similar nature, whether Thai or foreign, by an agency with authority under that certain law. Such wrongful acts include those involved with unfair trading in shares or perpetration of deception, fraud, or corruption.	